Power Finance & Risk

Exclusive Insight on Power M&A and Project Financing

By the publisher of GlobalCapital

LATIN AMERICA

CANADA

MERGERS & ACQUISITIONS

IDB Looks to Support Mexico Solar ABS

The **Inter-American Development Bank** is considering a deal to support the securitization of Mexican solar loans. Page

Ontario Wind Deal "Pivot in the Market"

A live \$1 billion debt raise for an Ontario wind project "pushed the limits" in terms of tenor and pricing, says a deal watcher. Page 6

Quinbrook Adds Vintage U.S. Wind Fleet

Quinbrook Infrastructure Partners has acquired a 250 MW wind fleet with a weighted average contract life of about 6.5 years. Page 8

Wind Deals March On Despite Lack of Tax Reform Clarity

Fotios Tsarouhis

A bank duo is seeking regulatory approval to invest tax equity in a pair of wind projects, suggesting that project finance deals are moving forward despite uncertainty around the potential impact of tax reform, which deal watchers say could affect the bidding in several live sale processes for wind assets.

Bank of America Merrill Lynch and JP Morgan are looking to buy tax equity stakes in the two

EDF Renewable Energy wind projects, which are under construction in Oklahoma and Minnesota.

The Oklahoma project is supported by a virtual power purchase agreement whereas the Minnesota project has a power hedge in place.

Each bank intends to acquire 50% of the tax equity associated with the 154 MW Rock Falls project in Kay and Grant counties, Okla., and the 200 MW Red Pine project in Lincoln County, Minn., both of which are expected to be online next month.

PAGE 5 »

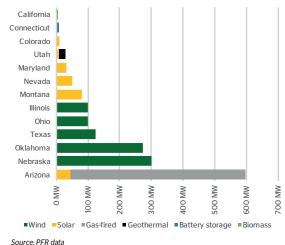
PPA Pulse: California Feed-in Tariff Contracts Approach \$200/MWh

Richard Metcalf, Stuart Wise

As competition for power purchase agreements for U.S. renewables projects pushes pricing ever lower, it may be a surprise to learn that you can get a contract priced at \$199.72/MWh if you have the right kind of project in the right location.

Pacific Gas & Electric has offered 20-year PPAs to **Phoenix Energy** for the output of two small biomass projects in California totaling 5 MW—one called North Fork Community Power in North Fork and another called Blue Mountain PAGE 10 >>

U.S. PPAs Signed in the Last Two Months By State and Project Type



Talen Sweetens H.Y. Deal After NRG Pulls Offering

David Bell

Talen Energy Supply priced a high yield bond on Nov. 14, but had to provide investors with an extra year of non-call protection as sentiment remained shaky on U.S. sub-investment grade debt.

The pricing on the \$400 million deal also widened during execution, a move which reflects a recent shift in power from borrowers to investors, according to an investor based in London.

After a long rally in U.S. high yield credit, concerns over tax reform, weak earnings and merger struggles have sparked outflows from funds tracking the sector in recent weeks.

The shift in market sentiment was strong enough to prompt two issuers to shelve plans to issue new debt.

PULLED DEALS

NRG Energy and Canyon Resource Holdings withdrew planned high yield bond offerings on Nov. 8 and PAGE 12 >>

3

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IN THIS ISSUE

PROJECT FINANCE

- 6 | Recurrent Lands Debt for California Solar Project
- 6 | Pattern Wind Financing to Include **Bond Tranche**

MERGERS & ACQUISITIONS

- 6 | Texas Towns Look to Sell Coal-fired
- 7 | P.E. Firm Aims to Sell Texas Wind Assets
- 7 | ContourGlobal in Exclusive Talks to Buy Mexican Gas-fired Projects
- 7 | Offtakers Plot Purchase of Invenergy Wind Facility

- 8 | Asset Mangers Seek Exchange of Coal-fired Stakes
- 8 | Australian Firm Shops for Wind Assets, Scores Portfolio
- 11 | Enel Adds Facebook-committed Project
- 11 | Con Ed Development Nets First Montana Wind Project

DEPARTMENTS

- 3 | Generation Auction & Sale Calendar
- 4 | Project Finance Deal Book
- 12 | Alternating Current

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STRATEGIES

IDB Mulls Mexican Solar Securitization **Funding**

The Inter-American Development Bank is evaluating a possible 1 billion peso (\$52 million) warehousing loan to finance a portfolio of small-scale solar projects in Mexico with a view to supporting a subsequent securitization in the local capital markets, a model the development bank has used for previous

The transaction is intended to ease the financing of solar projects on residential, commercial and industrial properties to be originated and sold by several local developers, according to documents published recently by the development bank's private sector arm, IDB Invest, which was until recently known as the Inter-American **Investment Corp.**

Alongside its parent, IDB Invest would provide a senior revolving loan, which will likely include a syndicated 'B' tranche, to a special purpose vehicle called a warehousing trust. The funds would then be used to acquire credit rights associated with the purchase of solar systems.

Once the trust has accumulated enough assets, IDB Invest would provide one or more partial credit guarantees to support the warehousing trust in issuing up to three asset-backed securitization bonds in the Mexican capital markets, with one deal planned every two years.

The program could also get financial support from the multilateral bankbacked Clean Technology Fund via a partial credit guarantee for the revolving loan during the asset accumulation stage.

IDB Invest will decide whether to go ahead with the plan on Dec. 12.

Independent carbon management firm **Climate Wedge** is involved in the deal, having acted as master administrator of a similar \$125 million program that IDB and the Clean Technology Fund launched in May 2015.

The 2015 program was also split into a loan phase and a Mexican capital markets second phase. The deal securitized energy efficiency receivables originated by ECON Soluciones Energéticas Integrales and Veolus Energía y Gestión Técnica.

In December 2016, the IIC's board approved a loan to another warehousing trust, this time to finance residential and C&I solar projects originated by **Ilioss**, a Mexican solar developer that **SolarCity** acquired in 2015.

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Do you have questions, comments or criticisms about a story that appeared in PFR? Should we be covering more or less of a given area? The staff of **PFR** is committed as ever to evolving with the markets and we welcome your feedback.

Feel free to contact Richard Metcalf, editor, at (212) 224-3259 or richard.metcalf@powerfinancerisk.com www.powerfinancerisk.com Power Finance & Risk

GENERATION AUCTION & SALE CALENDAR •

These are the current live generation asset sales and auctions, according to Power Finance and Risk's database.

A full listing of completed sales for the last 10 years is available at http://www.powerfinancerisk.com/AuctionSalesData.html

Generation Sale ■ DATABASE

	Seller	Assets	Location	Adviser	Status/Comment	
	Alterra Power Corp.	Portfolio (364 MW Hydro, Solar, Wind)	Canada, U.S.	National Bank Financial, Marathon Capital (seller), BMO Capital Markets (buyer)	Innergex is acquiring the portfolio as part of its purchase of the company (PFR, 11/6).	
	Alpek	Altamira (350 MW Gas)	Tamaulipas, Mexico		ContourGlobal is in exclusive talks to buy the projects (see story, page 7).	
		Cosoleacaque (100 MW Gas)	Cosoleacaque, Veracruz			
	Apex Clean Energy	Portfolio (12 GW, Wind, Solar)	U.S., Canada	CohnReznick	A sale process for the developer has moved into a second round (PFR, 8/14).	
	ArcLight Capital Partners	Portfolio (1.6 GW Wind)	U.S.	BAML	ArcLight has put the portfolio, known as Leeward Renewable Energy, up for sale (PFR, 10/9).	
	ArcLight Capital Partners	New Covert (1,040 MW Gas)	Van Buren County, Mich.	BNP, Whitehall	ArcLight has mandated banks to execute a potential sale of the asset (PFR, 10/30).	
	Ares-EIF, I Squared Capital	Oregon Clean Energy Center (869 MW Gas)	Lucas County, Ohio	Barclays, Credit Suisse	A sale process for the project is underway (PFR, 5/15).	
	Ares-EIF, Highstar Capital	Linden (974.1 MW Gas)	Union County, N.J.		Two Japanese utilities are acquiring the project (PFR, 11/6).	
	BayWa r.e. Wind	Big Timber (25 MW Wind)	Sweet Grass County, Mont.		Con Ed Development has acquired the project (see story, page 11).	
	Dayton Power & Light	Portfolio (973 MW Gas)	Midwestern U.S.		DPL is seeking a buyer for the assets (PFR, 9/11).	
	Edison International	SoCore Energy (160 MW DC Distributed Solar)	U.S.	Marathon Capital	The auction for the company is entering a second round (PFR, 10/30).	
	Energy Capital Partners	Wheelabrator Technologies (1.2 GW Biomass)	U.S., U.K.		ECP has put the company up for sale (PFR, 8/21).	
	GE Energy Financial Services	Fairview (1,050 MW Gas, 25%)	Jackson County, Pa.	Citi	GE EFS is marketing its stake in the project (PFR, 9/5).	
	Infinity Renewables	Portfolio (6.6 GW Wind, Solar)	U.S.	CIBC	The company is for sale (PFR, 6/5).	
	Innovative Solar Systems	Portfolio (460 MW Solar)	Texas		The company is seeking a buyer for the three-project portfolio (PFR, 10/9).	
	Invenergy	Forward (129.4 MW Wind)	Dodge and Fond du Lac counties, Wis.		Three utilities that have offtakes with the project are acquiring it (see story, page 7).	
	Kenon Holdings	IC Power (3,894 MW Gas, Hydro, Oil, Wind)	Latin America, Caribbean, Israel		Kenon has entered negotiations to sell the subsidiary (PFR, 7/31).	
	Lincoln Clean Energy	Amazon (253 MW Wind)	Scurry County, Texas Whitehall & C	Whitehall & Co.	Whitehall is running a sale for the assets (PFR, 11/6).	
		Willow Springs (250 MW Wind)	Haskell County, Texas			
	LS Power	Carville (501 MW Gas)	St. Gabriel, La.	RBC Capital Markets	LS Power has hired RBC to sell the merchant facilities (PFR, 8/14).	
		Hog Bayou (237 MW Gas)	Mobile, Ala.			
	Morgan Stanley	NaturEner USA (399 MW Wind)	Montana	Morgan Stanley	Morgan Stanley is selling NaturEner, which owns development wind assets in Alberta as well as the 399 MW operational wind portfolio in Montana (PFR, 5/15).	
	NextEra Energy Resources	Portfolio (244.5 MW Wind)	California, Pennsylvania, West Virginia		Quinbrook Infrastructure Partners is acquiring the assets (see story, page 8).	
	Pacific Gas & Electric	DeSabla (26.7 MW Hydro)	Butte Creek and West	Bodington & Co.	Bodington is running an auction for the assets (PFR, 9/25).	
		Miocene (2.9 MW Hydro)	Branch Feather River, California			
	Southern Power	Portfolio (1,760 MW Solar)	U.S.	Citi	Southern Power is planning to sell up-to one-third of its solar portfolio (PFR, 11/6).	
	Starwood Energy Group Global	Electra (230 MW, 51 %)	Wilbarger County, Texas	Whitehall & Co.	Starwood is marketing its majority stakes in the projects (see story, page 7)	
		Horse Creek (230 MW, 51%)	Haskell and Knox counties, Texas			
	Tennenbaum Capital Partners	Longview (700 MW Coal, < 10%)	Maidsville, W.Va.		The asset manager is acquiring a less than 10% stake in the project from Third Avenue Management (see story, page 8).	
	Texas Municipal Power Agency	Gibbons Creek (450 MW Coal)	Grimes County, Texas		The plant is up for sale again after an earlier attempt to offload it fell through (see story, page 6).	
	Tradewind Energy	Rattlesnake Creek (320 MW Wind)	Dixon County, Nebraska		Enel Green Power North America has acquired the project (see story, page 11).	

New or updated listing

The accuracy of the information, which is derived from many sources, is deemed reliable but cannot be guaranteed.

To report updates or provide additional information on the status of financings, please call Fotios Tsarouhis at (212) 224 3294 or e-mail fotios.tsarouhis@powerfinancerisk.com

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PROJECT FINANCE

Deal Book is a matrix of energy project finance deals that Power Finance & Risk is tracking in the energy sector. A full listing of deals for the last several years is available at http://www.powerfinancerisk.com/Data.html

Live Deals: Americas

	Sponsor	Project	Location	Lead(s)	Deal Type	Loan Amount	Tenor	Notes
	Advanced Power	South Field (1.1 GW Gas)	Columbiana County, Ohio	GE EFS	Debt	ТВА	ТВА	GE EFS is left lead on the debt raise. Other joint lead arrangers will be selected later this year (PFR, 5/1).
	American Power Ventures	Renaissance (1 GW Gas)	Greene County, Pa.	BAML, Fieldstone (advisers)	Debt, Equity	\$900M		The sponsor plans to have equity commitments by the end of the year (PFR, 11/13).
	Brookfield Renewable	Erie Boulevard (872 MW Hydro)	New York, Pennsylvania, Maryland, West Virginia	Citi, Scotia	Private Placement	\$305M	13-yr	Bids from investors were due on Oct. 16 for the deal, which refinances a 12-year note issued in 2005 (PFR, 10/16).
	Clean Energy Future	Trumbull (940 MW Gas)	Trumbull County,	BNP Paribas (financial	Debt	TBA		Deal watchers have tipped the Trumbull project to
			Ohio	adviser)	Equity	TBA		reach financial close before the end of 2017 (PFR, 9/11).
	EDF Renewable Energy	F Renewable Energy Red Pine (200 MW Wind)	Lincoln County, Minn.	BAML, JP Morgan	Tax Equity TBA Each bank will acquire 50%	Each bank will acquire 50% of the tax equity interests in each project (see story, page 1).		
		Rock Falls (154 MW Wind)	Kay and Grant counties, Okla.			ТВА		
	EIG Global Energy Partners	Cerro Dominador (210 MW Solar)	Antofagasta, Chile	ТВА	Debt	\$700- 800M		The sponsor plans to raise between \$700 million and \$800 million in bank debt (PFR, 9/18).
	Enel Brasil	Volta Grande (380 MW Hydro)	Rio Grande, Brazil	ТВА	Bridge loan	~\$295M		Enel is seeking a bridge loan to a potential capital markets take-out (PFR, 10/9).
	Exelon Corp.	(1,791 MW Wind, Solar, Biomass)	U.S.	Morgan Stanley	Term Loan B	\$750M	7-yr	Commitments are due on Nov. 17 (PFR, 11/13).
	Indeck Energy	Niles (1 GW Gas)	Niles, Mich.	Whitehall & Co.	Debt	\$500M		The sponsor aims to close debt financing in the first quarter of next year (PFR, 11/6).
	LNG Group Panama, Gunvor, Gu Xin Group	Telfers (656 MW Gas)	Panama	Société Générale (adviser)	Mini-perm	\$661M	7-yr	The sponsors of the LNG-to-power project were aiming to close the debt financing by the end of September (PFR, 9/18).
					Letter of Credit Facility	\$75M		
	NTE Energy	Reidsville (500 MW Gas)	Rockingham County, N.C.	ТВА	Debt	\$595M		The sponsor took proposals from banks on Oct. 6 (PFR, 10/16).
	Panda Power Funds	Mattawoman (990 MW Gas)	Prince George's County, Md.	BAML, BNP Paribas, Investec, NH Financial Group	Debt, Equity	\$500M		Bank of America Merrill Lynch has joined the lender group (PFR, 10/30).
	Pattern Development	Henvey Inlet (300 MW Wind)	Parry Sound County, Ontario	TBA	Term Loan	C\$1B		Pattern has mandated banks to raise debt for the project. The financing will include a fixed-income bond (see story, page 6).
				MUFG	Bond			
	Quantum Utility	Moundsville (643 MW Gas)	Marshall County, W.Va.	ТВА	Debt	TBA		Quantum could launch a debt financing for the project this year (PFR, 2/6).
	Generation			BNP Paribas	Equity			
	Quinbrook Infrastructure Partners	Unknown project (200+ MW)	U.S.	TBA	Tax Equity	\$200M		The sponsor has shortlisted several tax equity investors (PFR, 11/13).
	Recurrent Energy	ecurrent Energy Gaskell West 1 (20 MW Solar)	Kern County, Calf.	KeyBanc Capital Markets	Construction Loan	ТВА		The project has a 20-year power purchase agreement with Southern California Edison (see story, page 6).
					Letter of Credit Facility	TBA		
	Silicon Ranch Corp.	icon Ranch Corp. Portfolio (200 MW Solar)	Georgia	TBA	Debt	TBA		The sponsor plans to finance and build the four projects in the portfolio over the next four years (PFR, 9/18).
				ТВА	Tax Equity	TBA		
	Starwood Energy Group	Northwest Ohio	Paulding County,	Rabobank	Debt	TBA		The private equity firm has agreed financing for the project (PFR, 11/13).
	Global	(100 MW Wind)	Ohio	Citi	Tax Equity	TBA		
	SunPower	Portfolio (Resi)	U.S.	Investec	Debt	\$53M	TBA	Investec arranged the loan (PFR, 10/30).
	Sunrun	Portfolio (Resi)	U.S.	TBA	Debt	\$303M	7-yr	The back-leveraged debt is secured on cash flows from leases and PPAs (PFR, 10/30).
	UKA Group	Portfolio (400 MW Wind)	U.S.	ТВА	Debt, tax equity	ТВА	ТВА	The Germany-based developer is seeking debt and tax equity for its first U.S. assets (PFR, 10/30).
	X-Elio	o Xoxocotla (70 MW Solar), Guanajuato (60 MW Solar)		ТВА	Development Bank Debt	\$89.35M	20-yr	X-Elio has requested proposals for debt financings for \$128.6 million worth of projects, including Xoxocotla and Guanajuato (PFR, 11/13).
					Commercial Debt		16-yr	The second area search and the second area search area second area search area second area

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4 | VOL. XX, NO. 46 / November 20, 2017 © Power Finance & Risk 2017

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PROJECT FINANCE •

Wind Deals March On Despite Lack of Tax Reform Clarity

EDF requested permission for the deals from the U.S. **Federal Energy Regulatory Commission** in two separate filings on Nov. 9.

The size of the tax equity investments could not be established by press time. Spokespeople for EDF Renewable Energy in San Diego and BAML in New York did not respond to inquiries. A spokesperson for JP Morgan in New York declined to comment.

FRICTION

The filings come as market participants warn that uncertainty around the Republican federal tax reform bill that was proposed by the **U.S. House of Representatives** GOP and passed through the chamber last Thursday could slow down wind project financings (PFR, 11/10).

The House bill would lead to a sweeping reform and reduction of the PTC, which subsidizes wind project development in the U.S.

The bill now heads to the **U.S. Senate**, where the proposal put forth by the chamber's Republicans has left the incentive largely untouched.

"It creates friction," says a New York-based project finance banker, who explains that

"Generally, uncertainty makes valuation more difficult. It expands the bid-ask spread."

having visibility into future tax rates is needed to size tax equity deals appropriately, "unless you have a rich sponsor that can close up more robust assumptions and then guarantee any serious shortfall."

The uncertainty is also likely to have an influence on potential asset sale deals in the works, as the impact of tax reform on project financing arrangements will have a knock-on effect on valuations, the banker adds.

"Generally, uncertainty makes valuation more difficult. It expands the bid-ask spread," says a second project finance banker, in Los Angeles. "People will take a view."

Wind assets in the market include **Lincoln Clean Energy**'s Amazon Wind Farm Texas and **Starwood Energy Group Global**'s remaining 51 % stakes in the Electra and Horse Creek projects, all in Texas (PFR, 11/1 and story, page 7).

Sale processes are also well underway for several U.S. wind development platforms, including **Infinity Renewables** and Apex **Clean Energy** (PFR, 6/1, PFR, 8/11).

Uncertainty around tax reform is not new, but has been building since the election of President **Donald Trump** just over a year ago, and was given a jolt when the House and Senate unveiled the most concrete proposals yet in recent weeks.

"It's been on radar screens since last year's election," says the project finance banker in L.A., noting however that "it's fair to say that the [proposed] changes to the [production tax credit] took people a little off guard."

ALL TAX POLITICS IS LOCAL

For EDF's Rock Falls project, however, the uncertainty caused by federal tax reform may only compound difficulties caused by the expiration of Oklahoma's state-level wind production tax credit at the end of June.

Virinder Singh, director of regulatory and legislative affairs at EDF Renewable Energy, urged state lawmakers to push the expiration date to the end of December, telling **National Public Radio**'s *StateImpact Oklahoma* in March that millions of dollars could be lost on the Rock Falls project as a result of the withdrawal of the incentive.

In April, however, Gov. **Mary Fallin** (R) signed a law that ended the incentives on July 1.

CORPORATE'S UTILITY-SCALE DEBUT

The Rock Falls facility will sell 120 MW of its output to **Kimberly-Clark Corp**. under a virtual PPA. The contract is the paper products multinational's first with a utility-scale renewable project, according to a statement issued by EDF on Sept. 14.

EDF's plans for the remaining 34 MW of the project's output could not immediately be learned.

Rock Falls will interconnect with the transmission system owned by **Oklahoma Gas & Electric Co.** in the **Southwest Power Pool** market.

HEDGE

The Red Pine project will meanwhile interconnect with the transmission system owned by **Northern States Power Co.** and sell its output in the **Midcontinent Independent System Operator** market on a merchant basis, according to paperwork filed with the **Minnesota Public Utilities Commission** (PFR, 11/13).

"It's fair to say that the [proposed] changes to the [production tax credit] took people a little off guard."

The project has a long-term hedge with an investment-grade financial institution, according to an October 2016 filing with the PUC. The identity of the hedge provider could not be established by press time.

Under the terms of the hedge, the project will receive a fixed price for sales of electricity that will offset the variable price exposure that would otherwise have made the asset less attractive to prospective financing partners, including tax equity investors, according to the PUC filing.

Apex Clean Energy had considered financing its 300 MW Dakota Range I and 300 MW Dakota Range II projects in South Dakota, both of which are also in MISO, on the basis of power hedges, before ultimately selling them to **Xcel Energy** earlier this year (PFR, 10/2).

EDF acquired Red Pine, then in early stage development, from **Infinity Wind** (now **Infinity Renewables**) in 2015.

Additional reporting by Richard Metcalf

PROJECT FINANCE

Recurrent Signs Construction Loan for California Project

KeyBanc Capital Markets has signed a construction loan and letter of credit facility for **Recurrent Energy**'s 20 MW Gaskell West 1 solar project in California.

The project, located in Kern County, has a 20-year power purchase agreement with **Southern California Edison** and is expected to begin commercial operations in spring 2018.

In the meantime, Recurrent is "seeing strong interest from tax equity investors as part of [an] ongoing competitive bidding process" for the project, says a spokesperson for the company in San Francisco.

The size and pricing of the deal were not disclosed. The Recurrent spokesperson declined to comment and officials at Key-Banc Capital Markets in Cleveland could not immediately be reached.

NEXT UP...

Following the Gaskell West 1 deal, the **Canadian Solar** subsidiary has one U.S. project left to be financed in its late-stage development pipeline—the 150 MW Mustang 2 project, also in California—according to a recent filing with the U.S. **Securities and Exchange Commission**.

Recurrent recently signed two PPAs for the output of the Mustang 2 project. **Peninsula Clean Energy** has agreed to purchase 100 MW under a 15-year contract, while the **Modesto Irrigation District** has signed a 20-year PPA for the remaining 50 MW.

The project is located in Kings County and is expected to be online in 2019.

Ontario Wind Deal to Include Bond Tranche

Pattern Development's debt financing for its Henvey Inlet wind project in Ontario comprises a fixed-income bond alongside a commercial bank loan, say deal watchers.

The sponsor is looking to raise C\$1 billion across the two tranches before the end of the year, with seven institutions participating in a club for the bank loan portion (PFR, 10/20).

Pattern is lining up a long tenor and very tight pricing on the bank loan, says a banker familiar with the terms.

"I think it's going to be a pivot in the market," he says. "It pushed the limits of what any of the individual banks expected, on tenor and pricing."

Located in Parry Sound County, the 300 MW project has a 20-year

power purchase agreement with the **Ontario Power Authority**.

Pattern co-owns the project with **Henvey Inlet First Nation**, which originated it and continues to hold a 50% stake through **Nigig Power Corp.** Pattern's yield company, **Pattern Energy Group**, has a right-of-first-offer for the project.

There is plenty of appetite in the private placement market for bonds linked to power and renewables assets, say sources.

"There's lots of demand in the market," says a placement agent at a Canadian bank. "We expect it to continue."

MUFG is the agent on the project bond for Henvey Inlet, say deal watchers. Spokespeople for Pattern and MUFG in New York either declined to comment or did not respond to inquiries.

MERGERS & ACQUISITIONS

Cities Hawk Texas Plant Anew After Sale to "Clean Coal" Co. Evaporates

Four Texas municipalities are again entertaining offers to sell the 450 MW coal-fired plant they own jointly through the **Texas Municipal Power Agency**, after a previously approved sale fell apart.

A Fairfield, Texas-based company focused on developing "cleaner coal" technology, **Clean Energy Technology Association**, had agreed to acquire the Gibbons Creek plant for \$57.5 million plus working capital, according to a resolution adopted by the board of the TMPA on Nov. 10 last year.

CETA was also required to provide \$35 million for an environmental escrow and a \$25 million letter of credit for environmental purposes under the terms of the deal, according to the resolution.

However, the parties failed to close the deal and the TMPA is open to other bids.

A request for proposals relating to the sale of the facility and a portion of the associated 345 kV transmission system in Grimes, Brazos and Robertson counties was due to be discussed at a meeting of the TMPA's board of directors on Nov. 9, according to the agenda.

Bob Kahn, general manager of the TMPA in Bryan, Texas, did not respond to inquiries.

Finding a buyer may be difficult, says **Scott Sagen**, associate director in the public utilities group at **S&P Global Ratings** in New York.

"It's a relatively old, inefficient coal plant in a market where

gas prices are low, in addition to wholesale [power] prices in ERCOT being low," he explains.

Whether the TMPA's renewed effort to find a buyer is successful or the plant is retired is not expected to have an impact on the rating for the agency's municipal revenue bonds, Sagan adds.

The TMPA has passed a resolution that allows the bonds to be secured solely on its transmission system revenues once all previously issued generation debt is discharged, according to a recent report from S&P, which notes that this is expected to happen on Sept. 1, 2018.

The agency's bonds have A+ ratings from S&P and **Fitch Ratings**.

The TMPA was created by the cities of Greenville, Garland,

Bryan and Denton in 1975 to develop and build the Gibbons Creek project to serve their respective municipal utility companies.

The facility has been online since 1983 and, like many Texas coal-fired plants of its vintage, originally burned coal from a nearby lignite mine, but later switched to low-sulfur coal shipped from the Powder River Basin in Wyoming.

The TMPA issued an RFP for the sale of the plant and transmission assets in early 2016 after the cities reduced their dependence on coal-fired generation and began procuring renewable capacity under long-term power purchase agreements (PFR, 8/30/16). It was from this RFP that the doomed deal with CETA emerged.

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MERGERS & ACQUISITIONS •

Private Equity Shop Peddles Texas Wind Project Stakes

A private equity firm is marketing its majority interests in a pair of 230 MW wind projects supported by power hedges in northern Texas.

Starwood Energy Group Global is seeking a buyer for its 51% stakes in the Electra project in Wilbarger County and the Horse Creek project in Haskell and Knox counties, a source tells *PFR*, adding that a deal is expected next year.

The projects, both of which Starwood brought online last year,

FAST FACT

460 MW

Electra and Horse Creek's combined output

have 13-year fixed-price hedge agreements with **Merrill Lynch Commodities**.

MEAG, the asset management arm of **Munich Re Group**, acquired a 49% stake in each project in August (PFR, 12/8).

Whitehall & Co., which ran the auction that resulted in the sale of the minority interests to MEAG, is also advising Starwood on its divestiture of the remaining portions (PFR, 8/25).

Lincoln Clean Energy developed the projects and sold them to Starwood in a competitive process in 2015, several months before private equity firm **I Squared Capital** acquired the Chicago-based developer.

Officials at Starwood in Greenwich, Conn., and Whitehall in New York declined to comment.

Alpek Enters Exclusive Talks to Sell Mexican Cogen Plants

Chemicals company Alpek has entered into exclusive negotiations with New York-headquartered **ContourGlobal** with a view to agreeing to terms for the sale of Alpek's gas-fired cogeneration facilities in Mexico.

Alpek announced the 60-day exclusivity period on Nov. 10, meaning that it will expire in mid-January. Alpek said it would disclose the economic terms of the transaction when the final agreements are signed.

The plants that are for sale are the 350 MW Altamira project in Tamaulipas and the 100 MW Cosoleacaque facility in Veracruz.

The Altamira plant is expected to come online next year, according to Alpek's 2016 annual report. The plant

required \$350 million of investment from Alpek. By the end of last year, the company had spent around \$126 million on the project.

Siemens announced that it would provide the turbines and other technology for the combined-cycle Altamira project in August 2016.

The Cosoleacaque project, which is fitted with **General Electric** turbines, represented an investment of \$140 million and has been operational since 2015.

The Cosoleacaque plant supplies steam to Alpek's nearby plastic manufacturing sites and electricity to other companies owned by its parent, **Alfa**, and third-parties, according to a 2015 report by **BTG Pactual**.

Badger State Utility Trio Swoops in on Wind Asset

Three Wisconsin utilities are acquiring an **Invenergy** wind project they have offtake agreements with, according to a filing with the U.S. **Federal Energy Regulatory Commission**.

The 129.4 MW Forward wind facility in Dodge and Fond du Lac counties has power purchase agreements with four utilities in total.

The three that are purchasing the project from Invenergy are Wisconsin Public Service Corp., Wisconsin Power and Light Co. and Madison Gas and Electric Co. while the fourth is WPPI Energy.

The combined purchase price is \$174 million, according to a filing with the **Public Service Commission of Wisconsin**.

For WPSC, the deal represents

the conversion of its existing PPA "to an asset-earning investment", a spokesperson for WPSC's parent company, **WEC Energy Group** in Milwaukee tells *PFR* via email.

WPSC, WPL and MGE will acquire 44.6%, 42.6% and 12.8% stakes in the project, respectively.

The stake WPL is acquiring includes the 21.3% portion of the project that it has a PPA with as well as the 21.3% that is contracted with WPPI Energy under the existing arrangement. The other two utilities' contracts are for an amount of generation that is proportionate to the interests they will acquire.

WPPI will continue to purchase 21.3% of the project's output from WPL under its PPA, which will survive the transaction.

The deal is expected to close

next spring. Spokespeople for **Alliant**, WPL's parent company, in Madison, Wis., MGE's owner, **MGE Energy**, in Madison and Invenergy in Chicago declined to comment.

Dexia Crédit Local and **NordLB** underwrote a \$260 million debt financing for the Forward project, consisting of a 17-year \$245 million construction-to-term loan and a \$15 million letter of credit facility, in October 2007 (PFR, 3/20/08).

The two banks syndicated portions of the debt to **Bank of Ireland**, **LBBW**, **Helaba** and **Lloyds TSB** the following year, with each of the six banks taking roughly even tickets in the financing package (PFR, 4/4/08).

GE Energy Financial Services, whose parent, **General Electric**, provided the facility's 1.5 MW

turbines, invested tax equity in the project alongside **Wachovia**, which was acquired by Wells Fargo in 2008. GE EFS initially acquired all of the tax equity in the project before selling 50% to Wachovia, according to paperwork filed with FERC in 2008.

Earlier this year, Invenergy agreed to sell the 24.9 MW Shore-ham Solar Commons project in Suffolk County, N.Y., to **Duke Energy Renewables** (PFR, 8/14).

The developer also recently signed a PPA with **Kimberly-Clark** for its 300 MW Santa Rita wind project in Reagan, Irion and Crockett counties, Texas (see PPA Pulse, page 1). **Morgan Stanley** was sole arranger, administrative agent and lender on a construction financing deal for the project that wrapped in July.

MERGERS & ACQUISITIONS

Investor Looks to Up Investment in West Virginia Coal Facility

Asset manager **Tennenbaum Capital Partners** is seeking regulatory approval to increase its stake in a merchant coal-fired plant in West Virginia.

Tennenbaum is a minority share-holder in the 700 MW Longview project, with a less-than-one-tenth stake, but plans to increase its ownership interest to more than 10%, according to a filing with the U.S. **Federal Energy Regulatory Commission**.

The firm is one of several former creditors of the project that ended up owning it as a result of a 2015 restructuring.

The Los Angeles-based firm plans to acquire the additional equity from another minority stakeholder with a less-than-10% stake, **Third Avenue Management**.

The size of Tennenbaum and Third Avenue's ownership interests and whether Third Avenue would be divesting from the project entirely could not immediately be learned.

Three private equity firms— KKR Credit, American Securities affiliate Ascribe Capital and Centerbridge Partners are the only investors to hold individual stakes exceeding 10% in the facility.

In 2015, the three firms sought regulatory permission to acquire additional stakes in the project that would have brought their joint ownership to 90.5%. Whether there was an eventual change in Longview's ownership could not immediately be confirmed. The parties to the deal have so far not notified FERC that the proposed transaction has been consummated.

Under the proposed plan, KKR

would have increased its share-holding in the project from 31.14% to 50.5% and Ascribe and Center-bridge would have increased their respective 10.27% and 11.5% stakes to 20% each.

It was never certain that all three parties would increase their stakes in the project by the amount suggested in the filing, **Jeff Keffer**, ceo of **Longview Power**, told *PFR* at the time (PFR, 12/14/15).

Longview has been online since 2011 but design and construction problems, coupled with lower-than-expected energy prices, hamstrung the facility from the start, and it filed for bankruptcy in August 2013 (PFR, 9/3/13).

The project, which was majority-owned by a joint venture between **First Reserve** and group of industry veterans called **Gen-Power**, had its existing shares

cancelled as part of the ensuing restructuring. Longview's secured lenders arranged a \$150 million in debtor-in-possession financing.

Morgan Stanley and KKR then arranged a term loan and a revolving credit facility totaling \$325 million that enabled Longview to exit bankruptcy in 2015 (PFR 3/24/15, PFR, 3/31/15).

Several coal-fired assets are in the process of changing hands across the U.S.

Starwood Energy Group Global is acquiring stakes in a portfolio of contracted coal-fired projects in Arkansas, New Jersey and West Virginia from **Ares-EIF** (PFR, 11/6).

Meanwhile, in Texas, four municipalities are looking for a buyer for the 450 MW Gibbons Creek project, which they jointly own through the **Texas Municipal Power Agency**.

Australian Asset Manager Expands U.S. Wind Portfolio

An Australian investment manager has agreed to acquire a nearly 250 MW portfolio of contracted U.S. wind assets in what is slated to be its second major North American acquisition in a year.

The firm, **Quinbrook Infrastructure Partners**, will purchase the assets from **NextEra Energy Resources** through a portfolio company of a fund it manages, according to a filing with the U.S. **Federal Energy Regulatory Commission**.

The portfolio company, **GlidePath Power**, is primarily a battery storage developer.

The assets it is acquiring total 244.5 MW and comprise:

- the 66 MW Backbone project, also known as Mountaineer Wind, in Tucker and Preston counties, W. Va., which has a 20-year power purchase agreement with **Exelon Generation Co.** that ends in 2022,
- the 64.5 MW Waymart project in Wayne and Lackawanna counties, Pa., which has a 20-year PPA, also with Exelon, expiring in 2023,

- the 39 MW Cabazon project in Riverside County, Calif., which has a 10-year PPA with the City of Riverside expiring in 2024,
- the 30 MW Meyersdale wind project in Somerset County, Pa., which has a 20-year PPA with **FirstEnergy Corp.** that expires in 2023.
- the 21 MW Diablo project in Alameda County, Calif., which has a 27-year PPA with **Pacific Gas & Electric** expiring in 2031,
- the 15 MW Mill Run project in Fayette County, Pa., which has a 20-year PPA with Exelon expiring in 2023, and
- the 9 MW Somerset wind project in Somerset County, Pa., which has a 20-year PPA with Exelon expiring in 2021.

Mill Run and Somerset are the oldest of the assets, having been online since 2001. Backbone began commercial operations the following year, Cabazon, Meyersdale and Waymart in 2003 and Diablo in 2004.

Quinbrook has been looking to make additional acquisitions in the U.S. since acquiring wind developer **Scout Clean Energy** and its

1.6 GW nine-project development pipeline in April (PFR, 5/17).

"When we acquired Scout we had the objective of at least doubling the portfolio, of at least getting it to 3,000 MW—at the minimum—and I think we're making really good progress toward that goal," says **David Scaysbrook**, co-founder and managing partner of Quinbrook in Surfers Paradise, Australia.

The Scout assets represent an expected combined capital investment of \$1.7 billion and are located in Arkansas, Indiana, Iowa, Minnesota, New Mexico, Oklahoma, South Dakota, Texas and Washington state.

Quinbrook has shortlisted several potential tax equity investors for a \$200 million investment in a 200 MW project that is part of the Scout portfolio (PFR, 11/9).

Scaysbrook declined to comment on the firm's live acquisitions, but says Quinbrook prefers to engage in bilateral discussions rather than bank-run auctions when seeking assets.

Representatives of NextEra in Juno Beach, Fla., did not respond to inquiries. \blacksquare



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PPA PULSE

California Feed-in Tariff Contracts Approach \$200/MWh

« FROM PAGE 1

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tric Co. in Willseyville—at \$199.72/MWh, under the state's Bioenergy Market Adjusting Tariff program, which runs through February 2021.

Under the feed-in tariff program, California's investorowned utilities are required to allocate contracts to eligible biomass projects through an auction process, which opened in February 2016 with a starting price of \$127.72/MWh.

Developers may not have much time left to mop up these contracts, however. The **California Public Utilities** Commission is required to investigate the BioMATS program once prices reach or exceed \$197/MWh in two consecutive auctions.

The price for projects using feedstock from sustainable forest management activities reached \$199.72/MWh in October and pricing exceeded \$197/MWh again this month.

The Phoenix projects are on the sites of former sawmills and cogeneration plants and will use forest biomass as fuel. "These attractive PPAs reflect the value the projects will provide to the local wildfire threatened communities that are both our partners and hosts as well as to PG&E and the State of California," said **Gregory Stangl**, ceo of Phoenix, in a statement.

Karbone is advising Phoenix on the sale of an equity stake in the projects (PFR, 10/24).

Here is a round-up of other PPA news from the past two months:

UTILITY OFFTAKERS

■ Sumitomo Corp. of Americas subsidiary Turquoise

Nevada has obtained a 25-year PPA from NV Energy for its 50 MW Turquoise Nevada solar project in Washoe County, Nev. Turquoise developed the project jointly with Estuary Capital Advisors

- The Public Service Commission of Montana voted 4-1 to approve a 15-year PPA under which NorthWestern Energy will buy the output from an 80 MW solar project in Yellowstone County, Mont., developed by **MTSUN**, in October. The vote follows a lengthy dispute between the developer and the utility over the contract. The 15-year term was described as a "fair compromise" by Commissioner Tony O'Donnell in a statement. The PSC had approved a shorter, 10-year PPA earlier this year. MTSUN originally sought a 25-year contract.
- Colorado electric cooperative Holy Cross Energy is planning to sign a PPA with Cypress Creek Renewables for the output of a 5 MW solar project the company is developing near Gypsum, Colo., which is due to be online by the end of 2018.
- Holy Cross also announced it would work with **RES Distributed** on a proposed 5 MW solar project in the Roaring Fork Valley, Colo. Like the Cypress Creek project, the Roaring Fork Valley facility is slated to be online by the end of 2018.
- Tucson Electric Power has signed a 20-year tolling PPA for the output of one of two 550 MW units at the Gila River gas-fired project near Gila Bend, Ariz., that Salt

River Project is buying from the facility's former creditor, **Beal Bank**. TEP will pay Salt River Project a monthly demand charge including a fixed-capacity charge of about \$1 million per month for the first three years and about \$1.5 million per month for the remainder of the life of the contract, and an operating fee, according to paperwork filed with the U.S. **Securities and Exchange Commission** (PFR, 10/17).

CORPORATE OFFTAKERS

- Consumer product manufacturer **Kimberly-Clark** has signed a long-term PPA with **EDF Renewables** for 120 MW of output of its 154 MW Rock Falls Wind project in Kay and Grant counties, Okla. Construction began in July and the project is expected to be operational by the end of the year. **Siemens** is supplying the turbines.
- Kimberly-Clark has also inked a long-term PPA with **Invenergy** for 125 MW of the capacity of its 300 MW Santa Rita wind project in Reagan, Irion and Crockett counties, Texas, for which the sponsor arranged construction financing earlier this year (PFR, 6/1). The project, due to be online at the start of 2019, already had a PPA for 150 MW with **Denton Municipal Electric** (PFR, 3/2).
- General Motors has signed a long-term PPA with Starwood Energy Group for the output from the 100 MW Northwest Ohio Wind Farm in Paulding County, Ohio. Starwood inked construction and term loans and a tax equi-

ty deal to finance the project this fall (PFR, 11/3).

- GM also signed a long-term PPA with **Swift Current Energy** for 100 MW from the 175 MW-to-200 MW HillTopper wind project in Logan County, Ill.
- Facebook has partnered with Omaha Public Power District to purchase most of the output of the 320 MW Rattlesnake Creek Wind Project in Dixon County, Neb., which Enel Green Power North America recently acquired from its development partner TradeWind Energy. A new Facebook data center in Papillion, Neb., will use 200 MW of the project's output under a bundled PPA (see story, page 1).
- Anheuser-Busch has inked a virtual PPA with Enel Green Power for 152.5 MW of the output of the 298 MW Thunder Ranch wind farm. Enel has lined up GE Energy Financial Services and Goldman Sachs to invest tax equity in the project, which is located in Garfield, Kay and Noble counties, Okla., and expected to be online by the end of the year. It will be the brewer's first contracted utility-scale project (PFR, 10/9).

UNIVERSITIES

■ Georgetown University has entered into a PPA with Origis Energy USA to develop a 32.5 MW solar facility called MD Solar 1 in Charles County, Md. The PPA will meet 49% of the electricity demand of the school's Washington, D.C., campus. Separately, the school is partnering with Ohio-based Community PAGE 11≫

10 | VOL. XX, NO. 46 / November 20, 2017

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MERGERS & ACQUISITIONS •

Con Ed Acquires Montana Wind Asset

Con Edison Development has acquired a 25 MW wind project in Montana from BayWa r.e. Wind.

The Big Timber project, which is the Consolidated Edison subsidiary's first wind asset in the state, entered construction in Mav.

Located in Sweet Grass County, the facility has a 25-power purchase agreement with North-Western Energy and is expected to be online next month. It will be fitted with General Electric turbines.

BayWa r.e. entered into the PPA earlier this year. NorthWestern will pay \$45.49/MWh under the terms of the contract (PFR. 3/2).

The purchase price was not disclosed. Representatives of Con Edison Development in

New York and BayWa r.e. Wind in Carlsbad, Calif., did not immediately respond to inquiries.

BayWa r.e. acquired Big Timber, originally called the Greycliff project, from Minneapolisbased community wind developer National Renewable Solutions in January (PFR, 1/24).

That same month, BayWa.r.e. sold two North Carolina solar projects totaling 47 MW-the 26 MW Cork Oak project and the 21 MW Sunflower project—to PSEG Solar Source (PFR, 1/24).

Con Ed Development acquired the 106 MW Alamo 7 solar project from South Korea's OCI in a \$227 million deal in 2016 and a 36 MW operational wind portfolio and 500 MW wind development pipeline, from Juhl Energy Service in January (PFR. 1/11/16, PFR, 1/20). ■

Enel Acquires Wind Project with Facebook Offtake

Enel Green Power North America has acquired its first wind project in Nebraska, a 320 MW facility that will supply a new Facebook data center under a bundled power purchase agreement.

The Enel subsidiary bought the Rattlesnake Creek project, which is under construction in Dixon County, from Tradewind Energy, the Kansas-based developer in which the sponsor acquired a 45% stake in 2006.

Facebook will use 200 MW of the project's output and associated renewable energy credits under the bundled PPA through a partnership with Omaha Public Power District. The contract will cover 100% of the electricity demand of Facebook's new data center in Papillion, Neb.

The project's construction cost



is pegged at \$430 million, which Enel says it will finance through its own resources.

The purchase price paid by Enel was not disclosed in a statement announcing the deal.

PPA PULSE •

California Feed-in Tariff Contracts Approach \$200/MWh

« FROM PAGE 10

Renewable Ener-

gy and Root+Branch to replace existing rooftop solar on six academic buildings, according to student newspaper The Hoya.

■ The University of Utah has entered into a 25-year PPA with Rocky Mountain Power for 20 MW of geothermal power from Cyrq Energy and 10 MW of solar power from Berkshire Hathaway. The projects, which are slated to begin operations in late 2018 or early 2019, will provide the university with half of its electricity needs.

BATTERY STORAGE

■ FuelCell Energy has inked a PPA with the **Connecticut Municipal Electric Energy Cooperative** for the output of two battery storage projects totaling 7.4 MW that will supply the U.S. Navy's submarine base in

Groton, Conn. The projects will be set up to operate independently of the grid if necessary. "These fuel cells serve as another milestone as the Base continues to pursue the future development of a micro-grid and enhance our power diversification, physical and energy security, and community collaboration," said Capt. Paul Whitescarver, commanding officer of the base, in a statement.

LATIN AMERICA

■ Argentina's **Cammesa** has granted a 15-year PPA to **Pampa Energía** for a 383 MW expansion of its Genelba gas-fired combined-cycle facility in Marcos Paz, Buenos Aires. Cammesa will pay a fixed price of \$20.500/MW-month and a variable price of \$6/MWh under the terms of the contract. After the expansion, the plant will have a total capacity of 1,200 MW. The facility's second combined-cycle unit is expected to cost \$360 million and reach open-cycle commissioning in the second quarter of 2019. Closed-cycle commissioning is slated for the second quarter of 2020.

AND FINALLY

■ It's not a PPA, but **Houston Pizza Venture** Restaurant Group, one of the largest **Papa John**'s franchisees in the country, has signed a nine-year renewable energy supply agreement with **TXU Energy** that will include generation from the utility's 180 MW Luminant Upton 2 solar facility in Upton County, Texas. The deal will replace a wind-only agreement signed in 2015 when it expires in 2018.

• STRATEGIES

Talen Sweetens H.Y. Deal **After NRG Pulls Offering**

≪ FROM PAGE 1 9. with market volatility understood to be behind the decision of both companies to hold off. The market had not seen a pulled deal since June this year.

"I think they were expected to price the same day as they launched, but then they weren't comfortable with the levels that they were going to get," said one leveraged finance banker away from the deal, referring to the NRG trade. Given NRG is a regular issuer he said he would expect the company to return to the market soon.

NRG had mandated Citi. Crédit Agricole and Deutsche Bank for the deal, which was announced as a \$780 million 10.25-year non-call-five senior bond to fund a tender offer on Nov. 9.

"I think they were expected to price the same day as they launched, but then they weren't comfortable with the levels that they were going to get."

High yield analysts at Bank of America Merrill Lynch blamed "several meaningful and yet only loosely related events" for the volatility, with the failure of the Sprint and T-Mobile merger, the ratings downgrade of pharmaceutical company Teva, and opposition from the U.S. Department of Justice to a merger between AT&T and Time Warner as reasons why the high yield market spluttered.

The proposed tax reform plans which could cut the carried interest deduction for private equity firms—as well as a series of weak third quarter earnings reports have also been cited as reasons behind the market hiccup.

The pulled deals did not stop three energy issuers stepping back into the market the following Monday, however.

One of them, Resolute Energy Corp., was in the market with a \$550 million offering on Nov. 13, but it too pulled its deal late the same day.

PICKING UP A BARGAIN

Talen chose to go ahead with its deal, however, pricing the \$400 million eight-year non-call-four senior guaranteed notes at an original issue discount of 96.029 to yield 11.25%.

Sole bookrunner Morgan Stanley had circulated price talk earlier in the day of a 10.5% coupon and original issue discount in the area of 97. Talen also extended the non-call period from three to four years during execution.

Moody's Investors Service gave a B1 rating to the new notes, which were offered as part of a liability management exercise alongside a tender for existing notes.

The independent power producer's portfolio is heavily weighted towards coal-fired and nuclear assets, which have high fixed cost structures and so are more susceptible to margin compression when power prices fall, according to Moody's.

Talen and Morgan Stanley did not respond to a request for comment by press time.

Big outflows of investor cash from exchange-traded funds tracking high yield bonds might be firming the hand of real money investors that are looking to pick up bargains in the sell-off, according to the London-based investor.

"I think power is moving back a little to the investors," she said. "In the U.S., ETFs are a little more dominant, so if you're a real money buyer and there are big outflows from ETFs it makes you a little more powerful."

"There is also a lot of primary issuance on the slate and that is weighing on peoples' minds, so maybe U.S. investors are expecting pricing to be a bit better now," she added.

Solar-powered **Father-Son Team Heads to Antarctica**



he first person to walk to both the North and South poles is returning to the Antarctic, this time with his progeny—and some solar panels-in tow.

Polar explorer Robert Swan, 61, and son Barney, 23, have embarked on a 600-mile expedition through Antarctica—the first trek of its kind to be powered exclusively by renewable energy.

The father-son team began the eight-week mission, dubbed the South Pole Energy Challenge, on Nov. 15.

For the duration of the challenge, the duo will melt water for drinking and food preparation using a solar cell-outfitted device designed by the National Aeronautics and Space Administration.

Solar cells will also charge the batteries in the twosome's communication devices and cameras, as well as those of the rest of the party, expedition guide Martin Barnett and documentarian Kyle O'Donoghue.

Despite the midnight sun of the Antarctic winter, solar may not be an option in more extreme temperatures. Should that be the case, the pair will rely on woodchip waste-based biofuels developed by Royal **Dutch Shell.**

For the explorers of the less-sustainable past, jet fuel has been the norm.

The challenge is part of the 2041 ClimateForce initiative founded by the elder Swan that focuses on the preservation of Antarctica, advocates for sustainability, promotes renewable energy and seeks to combat climate change.

By using green tools to generate power in one of the world's harshest and most remote locales, the Swans hope to demonstrate the importance of renewable energy sources and the value of sustainable technologies.

ONE YEAR AGO

"A tax reform under a [Speaker Paul] Ryan blueprint raises a lot of questions for renewables tax equity," Woody Rubin, president

at AES Distributed Energy Solutions, said at the **Infocast Distributed Solar Summit** in Los Angeles.

[The GOP-controlled U.S. House of Representatives passed a tax bill last Thursday that would retroactively cut the wind production tax credit, but Republicans in the **U.S. Senate** have introduced a bill more palatable to the wind sector (see story, page 1).]